

UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK

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In re: : Chapter 11
LYONDELL CHEMICAL COMPANY, et al., : Case No. 09-10023 (REG)
Debtors. : Jointly Administered
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**INSTRUCTIONS TO SUBSCRIPTION FORM FOR RIGHTS
OFFERING IN CONNECTION WITH THE JOINT CHAPTER 11 PLAN
OF REORGANIZATION FOR THE LYONDELLBASELL DEBTORS**

**THE RIGHTS OFFERING EXPIRATION DATE IS
4:00 P.M. (PREVAILING EASTERN TIME) ON [_____, 2009].**

Lyondell Chemical Company and certain of its subsidiaries and affiliates, as debtors and debtors in possession in the above-captioned chapter 11 cases (collectively, the "Debtors"), have filed their Disclosure Statement, dated September 11, 2009 (as may be amended, the "Disclosure Statement"), with respect to the *Joint Chapter 11 Plan of Reorganization for the LyondellBasell Debtors*, dated September 11, 2009 (the "Plan"). Capitalized terms used herein but not otherwise defined herein shall have the meanings ascribed to such terms in the Plan. Pursuant to the Plan, Eligible Holders of Claims in Classes 4 and 5 have the right to participate in the Rights Offering to exercise such holder's Subscription Rights to purchase its Pro Rata portion of [xxxxxxx] shares of Rights Offering New Common Stock, on the terms and subject to the conditions of Article X of the Plan. See Article X of the Plan and Section IV.C.2. of the Disclosure Statement for a complete description of the Rights Offering.

You have received the attached Subscription Form because you are the holder [of record as of October 14, 2009] of a claim in Class [4 or 5] (or are otherwise treated as a holder of a Class 4 claim). Please utilize the attached Subscription Form to execute your election to subscribe to the Rights Offering. In order to elect to participate in the Rights Offering, you must (i) complete and return the attached Subscription Form to the Subscription Agent by the Rights Offering Expiration Date set forth above; and (ii) pay the Subscription Purchase Price on or before the Rights Offering Expiration Date, either by wire transfer to the Subscription Agent in accordance with the wire instructions set forth on the Subscription Form or by bank or cashier's check delivered to the Subscription Agent along with the Subscription Form. Your subscription will be processed by the Subscription Agent in accordance with the established procedures.

The Debtors will use commercially reasonable efforts to give notice to any holder of Subscription Rights regarding any defect or irregularity in connection with any purported exercise of Subscription Rights by such holder and may permit such defect or irregularity to be cured within such time as they may determine in good faith to be appropriate; provided, however, that neither the Debtors nor the Subscription Agent have any obligation to provide such notice, nor will they incur any liability for failure to give such notification.

Please review the Plan and Disclosure Statement for further information. Copies of the Plan and Disclosure Statement may be accessed at www.epiqbankruptcysolutions.com.

Questions. If you have any questions about this Subscription Form or the subscription procedures described herein, please contact the Subscription Agent, [Epiq Financial Balloting Group LLC, at (xxx) xxx-xxxx].

If the subscription submitted by you or on your behalf is not received by the Subscription Agent by the Rights Offering Expiration Date, your Subscription Rights will terminate and be cancelled.

To subscribe for shares of New Common Stock pursuant to the Rights Offering:

1. **Review** the amount of your claim in Item 1.
2. **Calculate** your "Maximum Number of Shares of Rights Offering New Common Stock" in Item 2a.

3. **Complete** Item 2b, indicating the whole number of Shares of New Common Stock (not greater than your Maximum Number of Shares of Rights Offering New Common Stock) for which you wish to subscribe and the total Subscription Purchase Price.
4. **Complete** Items 3 and 4, if applicable.
5. **Read and Complete** the certification in Item 5.
6. **Return the Subscription Form and Payment (If Not By Wire Transfer)** to the Subscription Agent before the Rights Offering Expiration Date in the pre-addressed envelope, or to the following address:

By Courier/Hand Delivery or First Class Mail: [Epiq Financial Balloting Group LLC, 757 Third Avenue, 3rd floor New York, NY 10017]

If payment is to be made by wire transfer, call the Subscription Agent, [Epiq Financial Balloting Group LLC], at [(xxx) xxx-xxxx], to confirm receipt of payment.

In order to exercise the Subscription Rights, each Eligible Holder must: (i) return this duly completed Subscription Form to the Subscription Agent so that such form is actually received by the Subscription Agent on or before 4:00 p.m. (prevailing Eastern Time) on the Rights Offering Expiration Date; and (ii) pay or arrange for payment to the Subscription Agent (on behalf of the Debtors) so that such payment is actually received on or before the Rights Offering Expiration Date of the purchase price calculated below in Item 2e. in accordance with the wire instructions set forth below or by bank or cashier's check delivered to the Subscription Agent.

Wire Instructions:

Wire to:

ABA*

Credit to:

Acct:

Include the Fed. Ref. number on your Subscription Form.

Check Instructions:

Make Bank Check or Cashier's Check payable to:

Send your check and Subscription Form in the envelope provided by mail, courier or hand delivery to the Subscription Agent at the following address: [Epiq Financial Balloting Group LLC, 757 Third Avenue, 3rd Floor, New York, NY 10017, Attn: Lyondell Subscription].

If, on or prior to the Rights Offering Expiration Date, the Subscription Agent for any reason has not received both your duly completed Subscription Form and your payment in immediately available funds in an amount equal to your total Subscription Purchase Price (as set forth in Item 2b below), you will be deemed to have relinquished and waived your right to participate in the Rights Offering. The payments made in accordance with the Rights Offering will be deposited and held by the Subscription Agent in a trust account, or similarly segregated account or accounts which will be separate and apart from the Subscription Agent's general operating funds and any other funds subject to any lien or any cash collateral arrangements and which segregated account or accounts will be maintained for the purpose of holding the money for administration of the Rights Offering until the Effective Date, or such other later date, at the option of the Reorganized Debtors, but not later than 20 days after the Effective Date. The Subscription Agent will not use such funds for any other purpose prior to such date and will not encumber or permit such funds to be encumbered with any lien or similar encumbrance.

IN THE EVENT THAT YOU ARE A RESIDENT OF A MEMBER STATE OF THE EEA WHICH HAS IMPLEMENTED THE PROSPECTUS DIRECTIVE, NO OFFER OR SOLICITATION OF AN OFFER TO RECEIVE ANY SECURITIES SHALL BE DEEMED TO BE MADE TO YOU PURSUANT TO THE PLAN OF REORGANIZATION OR RIGHTS OFFERING UNLESS YOU ARE EITHER (I) A QUALIFIED INVESTOR OR (II) LESS THAN 100 NON-QUALIFIED INVESTORS FROM SUCH MEMBER STATE PARTICIPATE IN THE RELEVANT OFFERING. IN THE EVENT THAT MORE THAN 100 NON-QUALIFIED INVESTORS FROM ANY EEA MEMBER STATE WHICH HAS ADOPTED THE PROSPECTUS DIRECTIVE SEEK TO RECEIVE SECURITIES PURSUANT TO THE PLAN OF REORGANIZATION OR RIGHTS OFFERING, THE COMPANY RESERVES THE RIGHT TO DELIVER SUBSTITUTE CONSIDERATION OF EQUIVALENT VALUE WITH RESPECT TO ANY ELIGIBLE HOLDER TO WHOM AN OFFER CANNOT BE MADE WITHOUT PUBLICATION OF A PROSPECTUS PURSUANT TO THE PROSPECTUS DIRECTIVE.

**SUBSCRIPTION FORM FOR RIGHTS OFFERING
IN CONNECTION WITH THE JOINT CHAPTER 11 PLAN
OF REORGANIZATION FOR THE LYONDELLBASELL DEBTORS**

RIGHTS OFFERING EXPIRATION DATE

The Rights Offering Expiration Date is 4:00 p.m. (prevailing Eastern time)
on [____, 2009], unless extended by the Debtors in writing

Please consult the Plan and accompanying Disclosure Statement
for additional information with respect to this Subscription Form

Item 1. Amount of Claim. I certify that, as of the Subscription Rights Record Date of [October 14, 2009], I held a Class 4 or Class 5 Claim in the following amount:

Class: _____
Amount: \$ _____

Each holder of a claim in Class 4 or 5 is entitled to participate in the Rights Offering for up to such holder's Pro Rata portion of [xxx] shares of Rights Offering New Common Stock. To subscribe, fill out Items 2a and 2b below and read and complete Item 3 below.

Item 2.

2a. Calculation of Maximum Number of Shares of Rights Offering New Common Stock. To calculate the Maximum Number of Shares of Rights Offering New Common Stock for which you may subscribe, complete the following:

_____	x	_____	=	_____
(Insert principal amount from Item 1 above)				(Maximum Number of Shares of Rights Offering New Common Stock) Round Down to Nearest Whole Number

2b. Subscription Amount. By filling in the following blanks, you are agreeing to purchase the number of shares of New Common Stock specified below (specify a whole number of shares of New Common Stock not greater than the figure in Item 2a), at a price of \$ _____ per share, on the terms of and subject to the conditions set forth in the Plan. Any amount paid by you for Rights Offering New Common Stock not allocated to you will be refunded as soon as practicable.

_____	x	\$ _____ per share =	_____
(Indicate Number of shares of New Common Stock You Elect to Purchase)			(Total Subscription Purchase Price)

In order for you to exercise your Subscription Rights, you must return this Subscription Form to the Subscription Agent, on or before 4:00 p.m. (prevailing Eastern time) on the Rights Offering Expiration Date, and you must pay the Subscription Purchase Price on or before this date, either by wire transfer to the Subscription Agent in accordance with the wire instructions set forth on the Subscription Form or by bank or cashier's check delivered to the Subscription Agent along with the Subscription Form.

Item 3. FOR NON-U.S. RESIDENTS OR DOMICILIARIES ONLY: Location of Residence/Jurisdiction of Registered Office. The holder of the Claims identified in Item 1, if a resident or a legal entity domiciled in a member state of the European Economic Area ("EEA"), must identify below his or her state of residence (or in the case of a legal entity, its registered office). This certification is given in connection with the undersigned's possible receipt of securities in connection with the Rights Offering.

Location of Residence/Jurisdiction of Formation: _____

Item 4. FOR NON-U.S. RESIDENTS OR DOMICILIARIES ONLY: Qualified Investor. The holder of the Claims identified in Item 1 must check the box below to indicate whether he/she/it is a “Qualified Investor” as defined below. This certification is given in connection with the undersigned’s possible receipt of securities in connection with the Rights Offering.

☐ Yes, I am a Qualified Investor. OR ☐ No, I am not a Qualified Investor.

A “Qualified Investor” is:

(i) any person or entity who or which is subject to supervision by a regulatory authority in any country in order to lawfully operate in the financial markets;

(ii) any person or entity who or which engages in a regulated activity on the financial markets but who or which is not subject to supervision by a regulatory authority;

(iii) a governmental body being part of a central government, a central bank, regional, local or other decentralised governmental institutions, international treaty organisations and supranational organisations;

(iv) any company or legal entity which meets at least two of the following three criteria according to its most recent consolidated or non-consolidated annual accounts: (a) an average number of employees during the financial year of at least 250; (b) total assets of at least EUR 43,000,000; or (c) an annual net turnover of at least EUR 50,000,000;

(v) any company having its registered office in a Member State of the EEA which does not meet at least two of the three criteria mentioned in (iv) above and which (a) has expressly requested the the competent authority of such Member State to be considered as a qualified investor, and (b) has been entered on the register of qualified investors maintained by the competent authority of such Member State;

(vi) any natural person who is resident in a Member State of the EEA if this person meets at least two of the following criteria:

(a) the investor has carried out transactions of a significant size on securities markets at an average frequency of, at least, ten (10) per quarter over the previous four (4) quarters;

(b) the size of the investor’s securities portfolio exceeds EUR 500,000;

(c) the investor works or has worked for at least one year in the financial sector in a professional position which requires knowledge of investment in securities,

provided this person (i) has expressly requested the competent authority of the Member State in which it has its registered office to be considered as a qualified investor, and (ii) has been entered on the register of qualified investors maintained by such competent authority; or

(vii) any entity whose corporate purpose is solely to invest in securities.

Item 5. Subscription Certifications. By returning the Subscription Form, I certify that (A) I am the Eligible Holder, or the authorized signatory of an Eligible Holder of the Claim identified in Item 1 as of the Subscription Rights Record Date; (B) I agree, or such Eligible Holder agrees, to be bound by all the terms and conditions described in the Instructions and as set forth in this Subscription Form; (C) I have, or such Eligible Holder has, received a copy of the Disclosure Statement (including the exhibits thereto) and understand that the exercise of Subscription Rights pursuant to the Rights Offering is subject to all the terms and conditions set forth in the Disclosure Statement and Plan. This certification is not an admission by me, the Eligible Holder, or the Debtors or their estates as to the ultimate allowed amount of my claim.

Date: _____

Name of Holder: _____
(Print or Type)

Signature: _____

Name of Person Signing: _____
(If other than holder)

Title (if corporation, partnership or LLC): _____

Street Address: _____

City, State, Zip Code: _____

Telephone Number: _____

THIS FORM SHOULD BE RETURNED TO THE SUBSCRIPTION AGENT

UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK

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In re: : Chapter 11
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LYONDELL CHEMICAL COMPANY, et al., : Case No. 09-10023 (REG)
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Debtors. : Jointly Administered
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**INSTRUCTIONS TO SUBSCRIPTION FORM FOR ELIGIBLE BENEFICIAL HOLDERS OF SECURITIES
THROUGH NOMINEES FOR RIGHTS OFFERING IN CONNECTION WITH THE JOINT
CHAPTER 11 PLAN OF REORGANIZATION FOR THE LYONDELLBASELL DEBTORS**

**THE RIGHTS OFFERING EXPIRATION DATE IS
4:00 P.M. (PREVAILING EASTERN TIME) ON [____, 2009].**

Lyondell Chemical Company and certain of its subsidiaries and affiliates, as debtors and debtors in possession in the above-captioned chapter 11 cases (collectively, the "Debtors"), have filed their Disclosure Statement, dated September 11, 2009 (as may be amended, the "Disclosure Statement"), with respect to the *Joint Chapter 11 Plan of Reorganization for the LyondellBasell Debtors*, dated [September 11, 2009] (the "Plan"). Capitalized terms used herein but not otherwise defined herein shall have the meanings ascribed to such terms in the Plan. Pursuant to the Plan, Eligible Holders of Claims in Class [4] Senior Secured Claims have the right to participate in the Rights Offering to exercise such holder's Subscription Rights to purchase its Pro Rata portion of [xxxxxxx] shares of Rights Offering New Common Stock, on the terms and subject to the conditions of Article X of the Plan. See Article X of the Plan and Section IV.C.2. of the Disclosure Statement for a complete description of the Rights Offering.

[Insert series of Notes]

You have received the attached Subscription Form because you are the beneficial holder [of record as of October 14, 2009] of the Notes described above (the "Notes") held for your account by a bank, broker or other nominee (each of the foregoing, a "Nominee"). Please utilize the attached Subscription Form to execute your election to subscribe to the Rights Offering. In order to elect to participate in the Rights Offering, you must (i) complete and return the attached Subscription Form to your Nominee in sufficient time for your instructions to be processed and delivered to The Depository Trust Company ("DTC") by the Rights Offering Expiration Date set forth above; and (ii) arrange for payment by DTC to the Subscription Agent on or before the Rights Offering Expiration Date, the Subscription Purchase Price in accordance with the wire instructions set forth below or by certified bank or cashier's check delivered to the Subscription Agent along with the Subscription Form; or, in the case of securities held through Euroclear or Clearstream, follow the established procedures on or before the Rights Offering Expiration Date. Your subscription will be processed by the Nominee in accordance with the established procedures.

The Debtors will use commercially reasonable efforts to give notice to any holder of Subscription Rights regarding any defect or irregularity in connection with any purported exercise of Subscription Rights by such holder and may permit such defect or irregularity to be cured within such time as they may determine in good faith to be appropriate; *provided, however*, that neither the Debtors nor the Subscription Agent have any obligation to provide such notice, nor will they incur any liability for failure to give such notification.

Please review the Plan and Disclosure Statement for further information. Copies of the Plan and Disclosure Statement may be accessed at www.epiqbankruptcysolutions.com.

Questions. If you have any questions about this Subscription Form or the subscription procedures described herein, please contact the Subscription Agent, [Epiq Financial Balloting Group LLC, at (xxx) xxx-xxxx].

If the subscription submitted by you or on your behalf is not received in sufficient time for the Nominee to convey your subscription through DTC's Automated Subscription Offer Program by the Rights Offering Expiration Date, your Subscription Rights will terminate and be cancelled.

To subscribe for shares of New Common Stock pursuant to the Rights Offering:

1. **Review** the amount of your claim set forth below in Item 1.
2. **Calculate** your "Maximum Number of Shares of Rights Offering New Common Stock" in Item 2a.
3. **Complete** Item 2b by indicating the whole number of Shares of New Common Stock (not greater than your Maximum Number of Shares of Rights Offering New Common Stock) for which you wish to subscribe and the total Subscription Purchase Price.
4. **Complete** Items 3 and 4, if applicable.
5. **Read and Complete** the certification in Item 5.
6. **Return the Subscription Form** to your Nominee (or otherwise follow your Nominee's instructions with respect to submitting instructions to them) in sufficient time for the Nominee, on or before 4:00 p.m. (prevailing Eastern time) on Rights Offering Expiration Date, to convey your subscription through DTC's Automated Subscription Offer Program and arrange for the proper payment either through DTC, or, if DTC is unable to act as intermediary for subscription instructions and payments, by following the payment instructions below:

Wire Instructions:

Wire to:

ABA*

Credit to:

Acct:

Include the Fed. Ref. number on your Subscription Form.

Check Instructions:

Make Bank Check or Cashier's Check payable to:

Send your check and Subscription Form in the envelope provided by mail, courier or hand delivery to the Subscription Agent at the following address: [Epiq Financial Balloting Group LLC, 757 Third Avenue, 3rd Floor, New York, NY 10017, Attn: Lyondell Subscription].

If, on or prior to the Rights Offering Expiration Date, the Subscription Agent for any reason has not received both your duly completed Subscription Form and your payment in immediately available funds in an amount equal to your total Subscription Purchase Price (as set forth in Item 2b below), you will be deemed to have relinquished and waived your right to participate in the Rights Offering. The payments made in accordance with the Rights Offering will be deposited and held by the Subscription Agent in a trust account, or similarly segregated account or accounts which will be separate and apart from the Subscription Agent's general operating funds and any other funds subject to any lien or any cash collateral arrangements and which segregated account or accounts will be maintained for the purpose of holding the money for administration of the Rights Offering until the Effective Date, or such other later date, at the option of the Reorganized Debtors, but not later than 20 days after the Effective Date. The Subscription Agent will not use such funds for any other purpose prior to such date and will not encumber or permit such funds to be encumbered with any lien or similar encumbrance.

IN THE EVENT THAT YOU ARE A RESIDENT OF A MEMBER STATE OF THE EEA WHICH HAS IMPLEMENTED THE PROSPECTUS DIRECTIVE, NO OFFER OR SOLICITATION OF AN OFFER TO RECEIVE ANY SECURITIES SHALL BE DEEMED TO BE MADE TO YOU PURSUANT TO THE PLAN OF REORGANIZATION OR RIGHTS OFFERING UNLESS YOU ARE EITHER (I) A QUALIFIED INVESTOR OR (II) LESS THAN 100 NON-QUALIFIED INVESTORS FROM SUCH MEMBER STATE PARTICIPATE IN THE

RELEVANT OFFERING. IN THE EVENT THAT MORE THAN 100 NON-QUALIFIED INVESTORS FROM ANY EEA MEMBER STATE WHICH HAS ADOPTED THE PROSPECTUS DIRECTIVE SEEK TO RECEIVE SECURITIES PURSUANT TO THE PLAN OF REORGANIZATION OR RIGHTS OFFERING, THE COMPANY RESERVES THE RIGHT TO DELIVER SUBSTITUTE CONSIDERATION OF EQUIVALENT VALUE WITH RESPECT TO ANY ELIGIBLE HOLDER TO WHOM AN OFFER CANNOT BE MADE WITHOUT PUBLICATION OF A PROSPECTUS PURSUANT TO THE PROSPECTUS DIRECTIVE.

**SUBSCRIPTION FORM FOR RIGHTS OFFERING
IN CONNECTION WITH THE DEBTORS' JOINT CHAPTER 11 PLAN
OF REORGANIZATION FOR THE LYONDELLBASELL DEBTORS**

RIGHTS OFFERING EXPIRATION DATE

The Rights Offering Expiration Date is 4:00 p.m. (prevailing Eastern Time)
on [_____, 2009], unless extended by the Debtors in writing.
Please leave sufficient time for your Subscription Form
to reach your Nominee and be processed.

Please consult the Plan and accompanying Disclosure Statement
for additional information with respect to this Subscription Form.

Item 1. Amount of Notes. I certify that, as of the Subscription Rights Record Date of [October 14, 2009], I held [Notes] in the following principal amount (upon stated maturity) (insert amount in box below) or that I am the authorized signatory of that beneficial owner. (If a Nominee holds your [Notes] on your behalf and you do not know the amount, please contact your Nominee immediately). For purposes of this Subscription Form, do not adjust the principal amount for any accrued or unmatured interest or any accretion factor.

\$ _____

Item 2. Subscription Rights. Each Eligible Holder in Class 4 is entitled to participate in the Rights Offering for up to each Eligible Holder's Pro Rata portion of [XXXXXXX] shares of Rights Offering New Common Stock. To subscribe, fill out Items 2a and 2b below and read and complete Items 3, 4 and 5 below.

2a. Calculation of Maximum Number of Shares of New Common Stock. To calculate the Maximum Number of Shares of Rights Offering New Common Stock for which you may subscribe, complete the following:

_____	x	_____	=	_____
(Insert principal amount from Item 1 above)				(Maximum Number of Shares of Rights Offering New Common Stock) Round Down to Nearest Whole Number

2b. Subscription Amount. By filling in the following blanks, you are agreeing to purchase the number of shares of New Common Stock specified below (specify a whole number of shares of New Common Stock not greater than the figure in Item 2a), at a price of \$[_____] per share, on the terms of and subject to the conditions set forth in the Plan.

_____	x	\$ _____ per share	=	\$ _____
(Indicate Number of shares of New Common Stock You Elect to Purchase)				(Total Subscription Purchase Price)

In order for you to exercise your Subscription Rights, you must return this Subscription Form to your Nominee (or otherwise follow your Nominee's directions with respect to submitting subscription instructions to them) in sufficient time for the Nominee, on or before 4:00 p.m. (prevailing Eastern time) on the Rights Offering Expiration Date, to convey your subscription through

DTC's Automated Subscription Offer Program, and arrange for the proper payment either through DTC, or, if DTC is unable to act as intermediary for subscription instructions and payments, by following the payment instructions outlined in the Instructions.

Item 3. FOR NON-U.S. RESIDENTS OR DOMICILIARIES ONLY: Location of Residence/Jurisdiction of Registered Office. The holder of the Claims identified in Item 1, if a resident or a legal entity domiciled in a member state of the European Economic Area ("EEA"), must identify below his or her state of residence (or in the case of a legal entity, its registered office). This certification is given in connection with the undersigned's possible receipt of securities in connection with the Rights Offering.

Location of Residence/Jurisdiction of Formation: _____

Item 4. FOR NON-U.S. RESIDENTS OR DOMICILIARIES ONLY: Qualified Investor. The holder of the Claims identified in Item 1 must check the box below to indicate whether he/she/it is a "Qualified Investor" as defined below. This certification is given in connection with the undersigned's possible receipt of securities in connection with the Rights Offering.

☐ Yes, I am a Qualified Investor. OR ☐ No, I am not a Qualified Investor.

A "Qualified Investor" is:

(i) any person or entity who or which is subject to supervision by a regulatory authority in any country in order to lawfully operate in the financial markets;

(ii) any person or entity who or which engages in a regulated activity on the financial markets but who or which is not subject to supervision by a regulatory authority;

(iii) a governmental body being part of a central government, a central bank, regional, local or other decentralised governmental institutions, international treaty organisations and supranational organisations;

(iv) any company or legal entity which meets at least two of the following three criteria according to its most recent consolidated or non-consolidated annual accounts: (a) an average number of employees during the financial year of at least 250; (b) total assets of at least EUR 43,000,000; or (c) an annual net turnover of at least EUR 50,000,000;

(v) any company having its registered office in a Member State of the EEA which does not meet at least two of the three criteria mentioned in (iv) above and which (a) has expressly requested the the competent authority of such Member State to be considered as a qualified investor, and (b) has been entered on the register of qualified investors maintained by the competent authority of such Member State;

(vi) any natural person who is resident in a Member State of the EEA if this person meets at least two of the following criteria:

(a) the investor has carried out transactions of a significant size on securities markets at an average frequency of, at least, ten (10) per quarter over the previous four (4) quarters;

(b) the size of the investor's securities portfolio exceeds EUR 500,000;

(c) the investor works or has worked for at least one year in the financial sector in a professional position which requires knowledge of investment in securities,

provided this person (i) has expressly requested the competent authority of the Member State in which it has its registered office to be considered as a qualified investor, and (ii) has been entered on the register of qualified investors maintained by such competent authority; or

(vii) any entity whose corporate purpose is solely to invest in securities.

Item 4. Subscription Certifications. By returning the Subscription Form, I certify that (A) I am the Eligible Holder, or the authorized signatory of an Eligible Holder, of the Claim identified in Item 1 as of the Subscription Rights Record Date; (B) I agree, or such Eligible Holder agrees, to be bound by all the terms and conditions described in the Instructions and as set forth in this Subscription Form; (C) I have, or such Eligible Holder has, received a copy of the Disclosure Statement (including the exhibits thereto) and understand that the exercise of Subscription Rights pursuant to the Rights Offering is subject to all the terms and conditions set forth in the Disclosure Statement and Plan. This certification is not an admission by me, the Eligible Holder, or the Debtors or their estates as to the ultimate allowed amount of my claim. By electing to subscribe for the amount of New Common Stock designated above, I am hereby instructing my Nominee, or agent or proxy holder, as applicable, to arrange for the proper payment either through DTC, or, if DTC is unable to act as intermediary for subscription instructions and payments, by following the payment instructions outlined in the Instructions.

Date: _____

Name of Holder: _____

(Print or Type)

Signature: _____

Name of Person Signing: _____

(If other than holder)

Title (if corporation, partnership or LLC): _____

Street Address: _____

City, State, Zip Code: _____

Telephone Number: _____

**THIS FORM SHOULD BE RETURNED ONLY TO YOUR NOMINEE.
DO NOT RETURN TO THE SUBSCRIPTION AGENT.**